

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al. ¹)	Case No. 01-01139 (KJC)
)	(Jointly Administered)
Debtors.)	

**NOTICE OF SATISFACTION OR WAIVER OF CONDITIONS
TO OCCURRENCE OF EFFECTIVE DATE OF PLAN**

TO: Parties required to receive notice pursuant to Del. Bankr. LR 2001-1.

PLEASE TAKE NOTICE that the Effective Date² of the Debtors' *First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W. R. Grace and Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders As Modified*

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.) ("Holdings"), W. R. Grace & Co.-Conn. ("Company"), A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food & Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC-Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

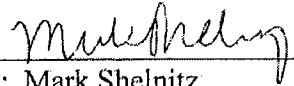
² Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Plan (as defined herein).

Through December 23, 2010 [Docket No. 26368] (including all exhibits and schedules attached thereto, the "Plan") occurred on February 3, 2014, and all conditions to the occurrence of the Effective Date set forth in Section 7.8 of the Plan have been satisfied or waived.

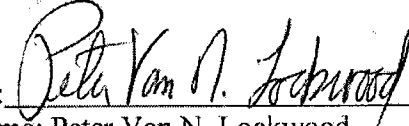
[Signature Pages Follow]

IN WITNESS WHEREOF, the parties below acknowledge the satisfaction or waiver of the conditions to the Effective Date:

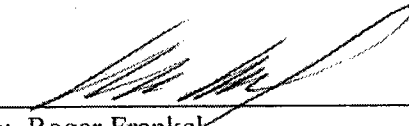
W. R. GRACE & CO. (on behalf of the Debtors and Reorganized Debtors)

By: 
Name: Mark Shelnitz
Title: Vice President, General Counsel,
and Secretary

**OFFICIAL COMMITTEE OF
ASBESTOS PERSONAL INJURY
CLAIMANTS**

By: 
Name: Peter Van N. Lockwood
Title: Counsel to the ACC

**ASBESTOS PI FUTURE
CLAIMANTS' REPRESENTATIVE**

By: 
Name: Roger Frankel
Title: Future Claimants' Representative

**OFFICIAL COMMITTEE OF
EQUITY SECURITY HOLDERS**

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties below acknowledge the satisfaction or waiver of the conditions to the Effective Date:

W. R. GRACE & CO. (on behalf of the Debtors and Reorganized Debtors)

By: _____
Name: _____
Title: _____

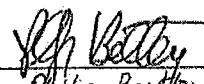
**OFFICIAL COMMITTEE OF
ASBESTOS PERSONAL INJURY
CLAIMANTS**

By: _____
Name: _____
Title: _____

**ASBESTOS PI FUTURE
CLAIMANTS' REPRESENTATIVE**

By: _____
Name: _____
Title: _____

**OFFICIAL COMMITTEE OF
EQUITY SECURITY HOLDERS**

By: 
Name: Philip Bentley
Title: Counsel to Equity Committee

SEALED AIR CORPORATION

By: Carol P. Lowe
Name: Carol P. Lowe
Title: Senior Vice President and
Chief Financial Officer

CRYOVAC, INC.

By: Norman D. Finch Jr.
Name: Norman D. Finch Jr.
Title: Vice President and Secretary

**FRESENIUS MEDICAL CARE
HOLDINGS, INC.**

By: _____
Name: _____
Title: _____

NATIONAL MEDICAL CARE, INC.

By: _____
Name: _____
Title: _____

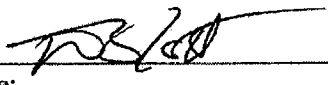
SEALED AIR CORPORATION

By: _____
Name: _____
Title: _____

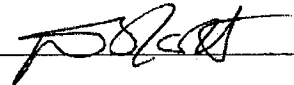
CRYOVAC, INC.

By: _____
Name: _____
Title: _____

**FRESENIUS MEDICAL CARE
HOLDINGS, INC.**

By:  _____
Name: _____
Title: _____

NATIONAL MEDICAL CARE, INC.

By:  _____
Name: _____
Title: _____

Dated: February 3, 2014

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